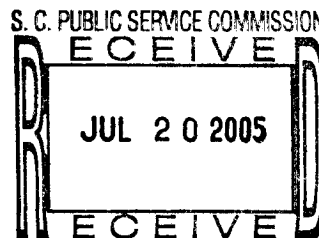


Budget Phone^{INC.}

... telecommunications :: clear :: simple

Sent Via FedEx

Mr. Charles L.A. Terreni
Chief Clerk Administrator
South Carolina Public Service Commission
101 Executive Center Drive, Suite 100
Columbia, South Carolina 29210



July 18, 2005

Subject: Petition for designation as an eligible telecommunications carrier (ETC) pursuant to 47 U.S.C. 214(e).

Dear Mr. Charles:

Please accept this letter as a petition to the Commission for designation of Budget Phone, Inc. as an eligible telecommunications carrier (ETC) pursuant to 47 U.S.C. 214 (e).

Enclosed for filing with the Commission are the original and five (5) copies of the supporting documentation of this petition. Budget Phone, Inc., has met the requirements for ETC designation. Grant of this request will serve the public good by allowing Budget to serve current and additional low-income subscribers.

Please date and time stamp the extra copy as proof of filing and return it in the enclosed self addressed stamped envelope. Please refer any questions about this application to Budget Phone, Inc. at P.O. Box 19360, Shreveport, LA., 71129 or telephone at (318) 671-5703.

Sincerely,

A handwritten signature in cursive script that reads "Ronald Munn, Jr.".

Ronald Munn, Jr.
Director, Regulatory & Revenue Assurance
Budget Phone, Inc

Before the
SOUTH CAROLINA PUBLIC SERVICE COMMISSION

In Re: Petition of)
Budget Phone, Inc)
For Designation as an Eligible)
Telecommunications Carrier)

Docket No. 2005-219C

PETITION FOR DESIGNATION AS AN ELIGIBLE
TELECOMMUNICATIONS CARRIER IN THE STATE OF SOUTH CAROLINA
(NO RURAL REDEFINITION REQUESTED)

Budget Phone, Inc. ("Budget Phone" or the "Company"), pursuant to Section 214(e)(2) of the Communications Act of 1934, as amended (the "Act")¹ and Sections 54.101 through 54.207 of the Rules of the Federal Communications Commission ("FCC"),² hereby petitions the South Carolina Public Service Commission ("Commission") for designation as an Eligible Telecommunications Carrier ("ETC") in certain Bellsouth, Sprint, and Verizon exchanges as described herein ("Designated Area") for the purpose of receiving federal universal service support. As demonstrated below, Budget Phone satisfies all of the statutory and regulatory requirements for designation as an ETC in the Designated Area. Furthermore, designation of Budget Phone in the Designated Area will serve the public interest. Accordingly, Budget Phone respectfully requests that the Commission grant this Petition.

¹ 47 U.S.C. § 214(e)(2).

² 47 C.F.R. §§ 54.101-54.207.

I. Background

1. Budget Phone is a Louisiana corporation³ and is authorized to conduct business as a foreign corporation in the State of South Carolina.⁴ Copies of the Company's Articles of Incorporation and authority to transact business in the State of South Carolina are on file with the Commission and incorporated herein by reference.⁵ The Company has been certified by the Commission to provide resold local exchange telecommunications services in South Carolina (Order No. 2000-0289). The principal office of the Company is located at 6901 West 70th Street, P.O. Box 19360, Shreveport, Louisiana 71149. The Company provides local exchange and exchange access services in Bellsouth, Sprint, and Verizon exchanges using a combination of unbundled network elements ("UNEs") provided by Bellsouth, Sprint, and Verizon that allows end-to-end switching delivery of calls.
2. As set forth in Section 214(e)(2) of the Act, the Commission "shall upon its own motion or upon request designate a common carrier that meets the requirements of [Section 214(e)(1)] as an eligible telecommunications carrier for a service area designated by the State commission."⁶ Upon

³ Budget Phone was incorporated in the State of Louisiana on May 1, 1996 (Charter/Organization ID: 34525907D)

⁴ South Carolina Secretary of State's Office; Certificate of Authorization filed November 19, 1999.

⁵ See Exhibit E to Application of Budget Phone, Inc. in Docket No. 1999-512-C filed November 29, 1999.

⁶ 47 U.S.C. § 214(e)(2); see 47 C.F.R. § 54.201(b) (FCC Rules citing the Act's requirements).

designation as an ETC, the carrier shall be eligible to receive universal support in accordance with Section 254 of the Act.⁷

3. The requirements for designation as an ETC set forth in Section 214(e)(1) are that the carrier must:

- (A) offer the services that are supported by Federal universal support mechanisms under section 254(c), either using its own facilities or a combination of its own facilities and resale of another carrier's services (including the services offered by another eligible telecommunications carrier); and
- (B) advertise the availability of such services and the charges therefore using the media of general distribution.⁸

II. Budget Phone Satisfies the Requirements for Designation as an ETC to Serve the Designated Area

4. Budget Phone is a common carrier as that term is defined in the Act.⁹ The Company provides competitive local telecommunications services in the state of South Carolina in accordance with Docket No. 1999-512-C and South Carolina PSC Tariff No. 1, which was first filed on February 14, 2003.¹⁰

5. Budget Phone offers all of the supported services enumerated under Section 254(c) using facilities obtained as UNEs from Bellsouth, Sprint, and Verizon. According to FCC Rules, facilities obtained as UNEs satisfy the requirement that an ETC provide the supported services using either its own facilities or a combination of its own

⁷ 47 U.S.C. § 214(e)(1).

⁸ *Id.*

⁹ See 47 U.S.C. § 153(10) ("the term 'common carrier' or 'carrier' means any person engaged as a common carrier for hire, in interstate or foreign communication by wire or radio or in interstate or foreign radio transmission of energy . . .").

¹⁰ The Company also has been certified by the Commission to resell intrastate, interLATA direct dialed telecommunications services throughout the State of South Carolina (Docket No. 02-UA-0501). Tariffs are on file in this docket and in Docket Nos. 03-UN-272 and 03-UN-626. Budget Phone hereby refers to these Dockets for copies of corporate and other supporting information.

facilities and resale of another carrier's services.¹¹ Accordingly, the Company satisfies the requirement set forth in Section 214(e)(1)(A).

6. The services that are supported by Federal universal support mechanisms under section 254(c) are enumerated in the rules of the Federal Communications Commission ("FCC") at 47 C.F.R. § 54.101(a)(1)-(9). These services are:

- a) Voice grade access to the public switched network. "Voice grade access" is defined as a functionality that enables a user of telecommunications services to transmit voice communications, including signaling the network that the caller wishes to place a call, and to receive voice communications, including receiving a signal indicating there is an incoming call. For the purposes of this part, bandwidth for voice grade access should be, at a minimum, 300 to 3,000 Hertz;
- b) Local usage. "Local usage" means an amount of minutes of use of exchange service, prescribed by the FCC, provided free of charge to end users;
- c) Dual tone multi-frequency signaling or its functional equivalent. "Dual tone multi-frequency" (DTMF) is a method of signaling that facilitates the transportation of signaling through the network, shortening call set-up time;

¹¹ Section 54.201(f) of the FCC's Rules states, "[f]or the purposes of this section, the term 'own facilities' includes, but is not limited to, facilities obtained as unbundled network elements pursuant to Part 51 of this chapter, provided that such facilities meet the definition of the term 'facilities' under this subpart." 47 C.F.R. § 54.201(f). The term "facilities" under Section 54.201 is defined as "any physical components of the telecommunications network that are used in the transmission or routing of the services that are designated for support pursuant to subpart B of this part." 47 C.F.R. § 54.201(e). Budget Phone's use of Bellsouth, Sprint, and Verizon's UNEs meets this definition of "facilities."

- d) Single-party service or its functional equivalent. "Single-party service" is telecommunications service that permits users to have exclusive use of a wireline subscriber loop or access line for each call placed, or, in the case of wireless telecommunications carriers, which use spectrum shared among users to provide service, a dedicated message path for the length of a user's particular transmission;
- e) Access to emergency services. "Access to emergency services" includes access to services, such as 911 and enhanced 911, provided by local governments or other public safety organizations. 911 is defined as a service that permits a telecommunications user, by dialing the three-digit code "911," to call emergency services through a Public Service Access Point (PSAP) operated by the local government. "Enhanced 911" is defined as 911 service that includes the ability to provide automatic numbering information (ANI), which enables the PSAP to call back if the call is disconnected, and automatic location information (ALI), which permits emergency service providers to identify the geographic location of the calling party. "Access to emergency services" includes access to 911 and enhanced 911 services to the extent the local government in an eligible carrier's service area has implemented 911 or enhanced 911 systems;

- f) Access to operator services. "Access to operator services" is defined as access to any automatic or live assistance to a consumer to arrange for billing or completion, or both, of a telephone call;
- g) Access to interexchange service. "Access to interexchange service" is defined as the use of the loop, as well as that portion of the switch that is paid for by the end user, or the functional equivalent of these network elements in the case of a wireless carrier, necessary to access an interexchange carrier's network;
- h) Access to directory assistance. "Access to directory assistance" is defined as access to a service that includes, but is not limited to, making available to customers, upon request, information contained in directory listings; and
- i) Toll limitation for qualifying low-income consumers. Toll limitation for qualifying low-income consumers.

7. Upon designation as an ETC, Budget Phone will participate in, and offer, LifeLine and Link-Up programs to qualifying low-income consumers and publicize the availability of Lifeline and Link-Up services in a manner reasonably designed to reach those likely to qualify for those services, as required by FCC Rules.¹² Attached hereto as Exhibit A and incorporated herein by reference are copies of Budget Phone's proposed Lifeline and Linkup tariff to be filed with the Commission upon approval.

¹² See 47 C.F.R. §§ 54.401-54.417; 54.405(b)& 54.411(d)..

8. Budget Phone will advertise the availability of the above-referenced services and the charges for those services in the Designated Area using media of general distribution, as required by FCC Rules.¹³

9. Attached as Exhibit B and incorporated herein by reference are Budget Phone's updated financial statements demonstrating that the Company has the financial qualifications to provide the services specified herein. Budget Phone has previously provided the Commission with evidence of its financial capabilities to provide the supported services in the context of its application to become certified as a CLEC in Docket No. 1999-512-C. The financial statements of Budget Phone contain proprietary and confidential information not generally available to the public and thus have been marked confidential and are being submitted under seal to be maintained by the Commission and Commission staff on a confidential basis pursuant to the Commission's current rules.

10. Attached as Exhibit C and incorporated herein by reference is a current list of officers. Budget Phone has previously provided the Commission with evidence of its managerial and technical capabilities to provide the supported services in the context of its application to become certified as a CLEC in Docket No. 1999-512-C.

11. Attached as Exhibit D to this Petition and incorporated herein by reference is the testimony of Robert Hyde, officer of Budget Phone certifying that the Company satisfies all of the requirements for designation as an ETC to serve the Designated Area.

III. Area for Which ETC Designation is Requested

12. Budget Phone has served and will continue to serve the exchanges where it leases UNEs or resells the services of the non-rural telephone companies, Bellsouth,

¹³ See 47 C.F.R. §§ 54.201(d)(2).

Sprint, and Verizon, in the state of South Carolina. Budget Phone does not seek designation as an ETC in any areas served by rural telephone companies. Pursuant to the Order in Docket No. 1999-512-C, the Company does not provide local exchange service in any area served by any Independent telephone company as defined in the Final Order of March 24, 2000, in Docket No. 1999-512-C. The exchanges in the Bellsouth, Sprint, and Verizon service areas that Budget Phone serves and for which it seeks ETC designation are attached as Exhibit E.

IV. Granting Budget Phone's Petition will Serve the Public Interest

13. Congress requires that the Commission grant competitive ETC petitions in non-rural areas.¹⁴ No specific public interest test is mentioned, as is the case for areas served by rural telephone companies.¹⁵ Thus, the Act provides that the Commission “shall” designate Budget Phone as an ETC upon finding that the company meets the nine-point list of services and that it agrees to advertise the supported services throughout the designated service area. Notwithstanding, the designation of Budget Phone as an ETC will serve the public interest.

14. A central purpose of the Telecommunications Act of 1996 was to “promote competition and reduce regulation ... [thereby securing] lower prices and higher quality services ... and encourage the rapid deployment of new telecommunications technologies.”¹⁶ Designation of Budget Phone as an ETC would further these goals. Granting ETC status to Budget Phone would allow the Company to obtain federal universal service support which it will use to offer innovative

¹⁴ See 47 U.S.C. 214(e)(2).

¹⁵ See *Id.*

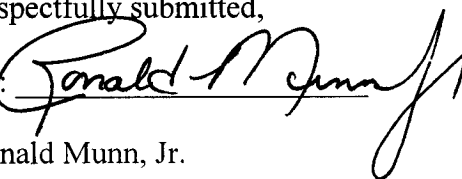
telecommunications services at competitive prices to rural consumers in Bellsouth, Sprint, and Verizon service areas.

15. Budget Phone will announce and advertise telecommunications services as an ETC where it provides service in the Bellsouth, Sprint, and Verizon service areas in South Carolina and will publicize the availability of Lifeline and Link-Up services in a manner reasonably designed to reach those likely to qualify for those services. Accordingly, more low-income South Carolina residents will be made aware of the opportunities afforded to them under the Lifeline and Link-Up programs and will be able to take advantage of those opportunities by subscribing to Budget Phone's service.

For the foregoing reasons, Budget Phone respectfully requests that the Commission grant its petition and designate the Company as an ETC for the Bellsouth, Sprint, and Verizon exchanges specified herein.

Respectfully submitted,

By:



Ronald Munn, Jr.

Director, Regulatory & Revenue Assurance

Budget Phone, Inc.

July 18, 2005

¹⁶ The Telecommunications Act of 1996, Pub. L. No. 104-104, 110 Stat. 56, 56 (1996).

Exhibit ASECTION 5 – LIFELINE AND LINKUP

5.1 Lifeline

5.1.1 Applicability:

5.1.1.A Lifeline discounts are applicable to local exchange services provided to eligible residential Applicants.

5.1.2 Territory:

5.1.2.A Within the base rate areas of all BellSouth exchanges as shown and defined in the Incumbent LEC's current and effective Tariffs on file with the Commission.

5.1.3 Discounts:

5.1.3.A Lifeline is provided as a reduction of the subscriber's access line rate for local service in amounts equal to the sum of the federal baseline support credit, the company credit (as provided by the Incumbent LEC), and the supplemental federal support credit.

5.1.4 Terms and Conditions:

5.1.4.A Lifeline is provided only to the customer's principle residence

5.1.4.B One low-income credit is available per household and applicable to the primary residential connection only. The named subscriber must be a current recipient of any of the low-income assistance programs identified in 5 following.

5.1.4.C Proof of eligibility in any of the qualifying low-income assistance programs should be provided to the Company at the time of application for service. The Lifeline credit will not be established until the Company has received proof of eligibility.

5.1.4.D When, for any reason, a customer is determined to be ineligible the Company will contact the customer. If the customer cannot provide eligibility documentation, the Lifeline account will be disconnected.

5.1.4.E Certification of eligibility in any of the qualifying low-income assistance programs will be required for any account that has been disconnected prior to the reestablishment of the service.

Issued: _____

Effective: _____

Issued By: Ronald Munn Jr.
Director, Regulatory & Revenue Assurance
6901 W. 70th Street
Shreveport, LA 71129-2309

5.1.5 Eligible low-income assistance programs:

- 5.1.5.A The eligible low-income assistance programs are the same as those defined in the Incumbent LEC's current and effective Tariffs on file with the Commission.

5.2. Link-Up

- 5.2.1 Link-Up is a connection assistance program, which provides for the reduction of applicable charges associated with connection of telephone service.
- 5.2.2 The applicant must meet the requirements for qualification for Lifeline Telephone Service.

Issued: _____
Issued By: Ronald Munn Jr.
Director, Regulatory & Revenue Assurance
6901 W. 70th Street
Shreveport, LA 71129-2309

Effective: _____

Budget Financial Statement - Exhibit B

ASSETS

CURRENT ASSETS

FIRST LOUISIANA - GENERAL	-\$3,982,857.56
1ST LA-OK TAX COMM CD	1,135.62
BANCORP SOUTH	3,525,921.11
AMSOUTH PAYROLL ACCOUNT	3,891.20
AmSOUTH BANK	4,509,802.49
AMSOUTH MONEY MARKET	5,046,401.12
AMSOUTH ACCT FOR PRECEPT/BOOST	2,368.82
AMSOUTH ACCT FOR ROYAL CARDS	0.01
META BANK COMMISSION ACCT.	100
META BANK OPERATING ACCT.	19,860.00
ACH COMMISSIONS	2,068.83

TOTAL CASH	\$9,128,691.64

ACCOUNTS RECEIVABLE	\$8,480,372.09
DEPOSIT ON REAL ESTATE	20,000.00
ACCOUNTS REC. - OFFICERS	207,589.89
ACCOUNTS REC. - OTHER	37,693.34
ACCOUNTS REC. - EMPLOYEES	18,000.00
EMP. DEDUCTS DUE OTHERS	-2,902.96
INVENTORY -CELLCARDS	443,658.77

OTHER CURRENT ASSETS	\$9,204,411.13

TOTAL CURRENT ASSETS	\$18,333,102.77

FIXED ASSETS

COMPUTER EQUIP TO CAPITALIZE	\$697,269.66
ACCUM. DEPREC.-COMPUTER EQUIP.	-195,407.64
SOFTWARE TO BE CAPITALIZED	778,184.84
ACCUM. DEPREC.-SOFTWARE	-594,874.24
TELE. EQUIP. TO BE CAPITALIZED	1,815,001.14
ACCUM. DEPREC.-TELEPHONE EQUIP	-109,706.77
OFFICE EQUIPMENT	70,130.12
ACCUM. DEPREC.-OFFICE EQUIP.	-46,600.65
MACHINERY & EQUIPMENT	82,698.77
ACCUM. DEPREC.- FURN & FIX.	-127,758.56
VEHICLES	413,918.89
ACCUM. DEPREC.- VEHICLES	-128,665.33
OFFICE FURNITURE & FIXTURES	254,826.45
ACCUM. DEPREC.- MACH. & EQUIP.	-980.44

LEASEHOLD IMPROVEMENTS	138,629.00
ACCUM. DEPREC.- LEASEHOLD IMP.	-16,633.90

TOTAL FIXED ASSETS	\$3,030,031.34

THIS STATEMENT IS PREPARED FOR MANAGEMENT AND IS
UNAUDITED, COMPILED BY BUDGET PHONE INC.

OTHER ASSETS	
PREPAID INSURANCE/GENERAL	\$94,629.36
PREPAID EXPENSES	-9,576.86
PREPAID LA TAX CREDITS	94,500.00
INVESTMENT IN SUBSIDIARY	4,500.00
TRADE NAME	530,416.68
DEPOSITS	12,838.00
ORGANIZATION COSTS	725

TOTAL OTHER ASSETS	\$728,032.18

TOTAL ASSETS	\$22,091,166.29
=====	

THIS STATEMENT IS PREPARED FOR MANAGEMENT AND IS
UNAUDITED, COMPILED BY BUDGET PHONE INC.
LIABILITIES & STOCKHOLDER'S EQUITY

CURRENT LIABILITIES

ACCOUNTS PAYABLE	\$2,070,325.51
ACCRUED EXPENSES	538,503.48
ACCRUAL FOR PRICE CHANGES	272,446.34
ACCRUED PROP/ADV TAXES	3,000.00
TAX LIABILITY	1,112,153.80
ALABAMA WITHHOLDING TAX PAYABL	229.22
PAYROLL TAXES PAYABLES	43,574.65
STATE W/H- INDIANA	163.73
STATE W/H - NEW MEXICO	150.16
LOUISIANA STATE WITHHOLDING	2,630.20
FUTA TAX PAYABLE	1,394.52
SUTA TAX PAYABLE	6,770.02
NORTH CAROLINA STATE WITHHOLDI	1,509.45
KANSAS STATE WITHHOLDING PAYAB	230.01
ARKANSAS STATE WITHHOLDING	284.21
CALIFORNIA STATE WITHHOLDING	698.7
CALIFORNIA SDI W/H	263.11
CALIFORNIA TRAINING TAX	-34.33
PENNSYLVANIA STATE WITHHOLDING	243.95
OHIO STATE WITHHOLDING TAX	188.92
KY STATE WITHHOLDING PAYABLE	285.18
MARYLAND STATE WITHHOLDING	191.36
MISSISSIPPI STATE WITHHOLDING	0.13
ILLINOIS STATE WITHHOLDING	130.17
NEW JERSEY STATE WITHHOLDING	147.81
OKLAHOMA STATE WITHHOLDING	52

TOTAL CURRENT LIABILITIES \$4,055,532.30

LONG TERM LIABILITIES

TOTAL LONG TERM LIABILITIES \$0.00

STOCKHOLDER'S EQUITY

RETAINED EARNINGS, ACCUM. ADJ. AC \$17,191,764.07

COMMON STOCK	1,000.00
Current Period Profit (Loss)	4,490,463.92
SMOKEY HYDE, DISTRIBUTION	-1,459,032.00
DANNY HYDE, DISTRIBUTION	-729,510.00
STEPHEN HYDE, DISTRIBUTION	-364,758.50
TONY CASON, DISTRIBUTION	-869,439.00
SIDNEY COOK, DISTRIBUTION	-224,854.50

TOTAL STOCKHOLDER'S EQUITY	\$18,035,633.99

TOTAL LIABILITIES & STOCKHOLDER'S EQUITY	\$22,091,166.29
=====	

THIS STATEMENT IS PREPARED FOR MANAGEMENT AND IS
UNAUDITED, COMPILED BY BUDGET PHONE INC.

Exhibit C - Officers

R.D. "SMOKEY" HYDE, JR., CEO and Owner

- 17 years of experience in the broadcast industry
- Founded Stay In Touch paging in 1988. With over 40,000 subscribers, established Stay In Touch as the largest paging company in North Louisiana and the second largest in the entire state of Louisiana. In addition to standard paging products, Stay In Touch also marketed prepaid paging, cellular, home phone, and long distance products.
- Presently the CEO and owner of Budget Phone, Inc., which is now operating in 43 states with more than 150,000 customers making it the largest, prepaid home phone company in the United States.

GREG HOUGH, New Product Development

- Experience includes both telecom and marketing. Held position as Director of Marketing Communications for CenturyTel Telecommunications and Senior Product Manager for Excel Telecommunications.
- Joined Budget Phone in 2004. Current responsibilities include development of new and existing product business models, directing and execution of all phases of product launches, developing and executing "go to market" strategies for new products and new market launch, and developing and executing brand strategy and message continuity at every customer touch point.
- Member of the 2005 Corporate Steering Committee.

ART MAGEE, Comptroller/Financial Control

- Worked in the commercial banking Industry for 27 years.
- Joined Budget Phone in 1999 as Corporate Comptroller. Current responsibilities include the handling of all aspects of corporate accounting and corporate legal issues.
- Member of the 2005 Corporate Steering Committee.

RON MUNN, Regulatory and Revenue Assurance

- 20+ years experience in communications technology, sales, and management.
- Joined Budget Phone in 1996 as one of the 5 original employees and developed the ordering processes and procedures utilized by Budget Phone. Also developed Budget Phones Customer Care Department and established the requirements used by this department. Current responsibilities include development of accurate cost and pricing models, determining the most economic and competitive product choices and ordering processes, validation and distribution of service ordering guides, compliance with Universal Service Fund requirements, state certifications, ILEC contract negotiations, ILEC promotional credits, PUC complaints, and internal tariffs.

- Member of the 2005 Corporate Steering Committee.

GARY HONEYCUTT, Technical Services

- 36 years of experience in the computer, communications, and satellite industry.
- Designed, installed and supported information systems from California to Saudi Arabia.
- Joined Budget Phone in 1999 where his accomplishments included the installation of the frame relay circuits to BellSouth and Southwestern Bell's computer centers to access the various operational support systems of both companies. Current responsibilities include the maintenance of frame relay circuits, connectivity to all ILEC's, design, implementation and maintenance of Budget Phone's data center, design and installation of Budget Phones network facilities and telecom phone switches.
- Member of the 2005 Corporate Steering Committee.

GREG MCKERVEY, Software Development

- 13 years of experience in the computer systems and networking industry
- Holds Microsoft's highest certifications in systems engineering and database administration
- Joined Budget Phone in 1997 where his accomplishments include the design and development of a custom application system used to facilitate order entry, provisioning, and billing of local service in ten ILEC regions throughout the United States. Also designed and developed an interface between Budget Phones internal systems and various ILEC systems for automated order processing.
- Member of the 2005 Corporate Steering Committee

JAMIE LONGINO, Business Development

- Is a graduate of Data Leap Curriculum/Next Generation Technologies and CPE Classes, Northern Telecom Key & PBX Systems, at BellSouth.
- 17+ years of sales and marketing experience in the telecommunications industry, having also served 11 years with BellSouth and MCI WorldCom.
- Joined Budget Phone in January of 2005. Current responsibilities include development, launch, and partner negotiations for the wholesale/retail and wireless VOIP Products for residential/business customers nationwide; development, launch, and partner negotiations for the Royal Debit MasterCard/Maestro Debit Card and Bill Pay Station nationwide; negotiations and implementation with IXC's for VOIP Terminations and long distance services worldwide; business modeling, cost justification and partner negotiations for migrating of Budget Phone's existing customer base on the ILEC's network to Budget's new facilities based network.
- Member of the 2005 Corporate Steering Committee

Exhibit D

1. Certification:

I Danny Hyde certify that I am the company officer/employee responsible for this request and that I have examined/formulated the foregoing request. To the best of my knowledge, information and belief, all statements of fact contained in said request are correct statements of the business and affairs of the requesting carrier with respect to each and every matter set forth.

Dated July 18, 2005

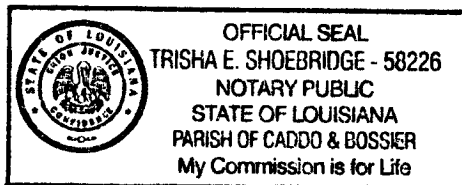
Telephone Number 318-671-5000

Signature Robert D. Hyde III

Subscribed and sworn to before me, a Notary Public in and for the State of Louisiana above named, this 18th day of July, 2005.

Trisha E. Shoebri (Notary Public)

(Seal)



My Commission Expires. _____

Exhibit E

Company	Switch
BELLSOUTH BSE, INC. - SC	CLMASCSNX0X
BELLSOUTH BSE, INC. - SC	CLMASCSA9MD
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	LNCSSCXACM1
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	NAGSSCBXCM1
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	RLGHNCSCCM1
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	CLMASCP0CM2
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	AGSTGAMKT12
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	CLMASCPQCM6
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	CHRLNCRUCM5
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	BUFTSC01CM7
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	PTVLSCXACM0
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	GRTWSCBECM1
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	NSMTSCXACM2
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	CHTNSCPSCM1
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	FLRNSCTSCM2
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	MYBHSC38X0X
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	CLMASCPQCM2
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	GNWDSCXCCM1
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	WAVLSCXBH00
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	LRNSSCXBCM1
BELLSOUTH PERSONAL COMMUNICATIONS, INC.	GNVLSCMCCM1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLVRSCESRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BMBRSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SPFDSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	JHTNSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BAVLSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	EOVRSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSA773
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	AIKNSCMAXMD
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	PRSRSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	NWBYSCMA27E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CMDNSCLGRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	ORBGSCMA53E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BRWLSCBERS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	ALDLSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BATHSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BTBGSCMA53E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	EDFDSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	AIKNSCMA64E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	NWELSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GIVLSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	YORKSCMA68F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	WHTMSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CMDNSCMA43F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCPARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCS CRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCDF78E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSH77E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCAR75E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSU78E

BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	DNMKSCESRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	WCLMSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	LKWLSCRSRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCH78E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BHISSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSA77E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	HCGVSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SHRNSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCBQRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSW79E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHAPSCCLRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	NAGSSCMA27E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSRS2
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GSTANCSO85G
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSN25E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSN79F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	RWLDNCMARS0
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GBSNNCMARS0
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	TMVLSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	MARNSCBNRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SCHLSCESRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	DRTNSCMA39F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCBE5MD
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	MARNSCMA42E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BEVLSCMA47E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	MCCLSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	MLNSSCWP46E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BLNHSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCJN55E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLIOSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	FLBHSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	STGRSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	LATTSCLSRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	LKVWSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCWA85E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCJM79E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	DLLNSCMA77E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCWA55E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	HTVLSCMA33E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCDP82E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SBRKSCSKRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	EDBHSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SUVLSCMA87E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	ISPLSCISRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHRWSCES53E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCLB55E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	MNPLSCES88F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCDT72E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCNO74F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	FLRNSCMA66F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GNVLSCWPRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	ARSNSCTVRS1

[illegible]

ARSNSCAHRS1
BETNSCMA33E
HNPHSCMARS1
GNVLSCBE24E
GNVLSCCR27E
CWPNSCMARS1
UNINSCMA42E
PCLTSCMARS1
LYMNSCIP433
SPBGSCHW50E
SPBGSCCV57E
FNVLSMARS1
SPBGSCWV57E
GNVLSCWE26E
GNVLSCCH24E
CENTSCWSRS1
PNTNSCMARS1
WMNSSCESRS1
JNVLSMARS1
JONNSCESRS1
WLHLSCESRS1
SPBGSCBS57E
TRRSSCMARS1
MRTTSCMARS1
LBGSCMARS1
LBRTSCMA84E
PDMTSCESRS1
CLSNSCMA65E
ESLYSCMA85E
FNINSCES86F
SXMLSCMARS1
PCKNSCES87E
GFNYSCMA48F
GRVRNCMARS0
CLTNSCMA83E
SALMSCMARS1
WMTNSCPW84F
SPBGSCMA57E
LYMNSCES43E
ARSNSCMA22F
TKNASCSTRS1
GNVLSCDT23F
BLRGSCMARS1
SENCSCMA88E
GNVLSCWR28F
GRERSCMA87F
BHVLSCXARS0
ETVLSCXARS0
HLHLSCXADS0
ESTLSCXADS0
HMPNSCXADS0
RDLDSCXARS0

[illegible]

STHLSCXARSO
LRBYSCXARSO
BUFTSCXADS0
LWCNSCAAL01
GNWDSCXBRSO
HDGSSCXARSO
SALDSCXADS0
WRSHSCXARSO
NTSXSCXARSO
TROYSCXARSO
GNWDSCXCDS0
MTVLSCXARSO
CHPLSCXARSO
CRHLSCXARSO
EHRHSCXA26E
OLARSCXARSO
MNNGSCXARS1
BSVLSCXARS3
SMTNSCXARS2
FRFXSCXADS0
SHHGSCXB66E
WNBOSCXADS0
SMTRSCXA77E
PWISSCXARSO
ANDRSCXADS0
ODBHSCXBRSO
MYBHSCAFDS0
LAMRSCXA32E
KGTRSCXADS0
WNHLSCXADS0
OLNTSCXARSO
JSVLSCXADS0
PMPLSCXADS0
GRTWSCXADS0
WLBOSCXCDS0
HMNGSCXADS0
YMSSSCXADS0
MYBHSCXB44E
MYBHSCXC23E
HLWDSCXADS0
GRTWSCXAH30
CNWYSCXA24E
MYBHSCXMDS0
MYBHSCXM44E
LKCYSXA39A
CLFLSCXADS0
ABVLSCXADS0
MCCRSCXBDS0
WDRFSCXADS0
LRNSSCXADS0
JCSNSCXADS0
BWMNSCXADS0

VERIZON SOUTH INC.-SC (CONTEL)
VERIZON SOUTH INC.-SC (CONTEL)
VERIZON SOUTH INC.-SC (CONTEL)

SANTSCXARS0
ELLRSCXARS0
SSVLSCXADS0